

Hearing Date and Time: February 3, 2011 at 9:45 a.m.
Objection Deadline: January 27, 2011 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	x
In Re:	: Chapter 11
	: Case No. 09-50026 (REG)
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	: Jointly Administered
	:
Debtors.	: x

**JOINDER OF MORGAN STANLEY & CO. INTERNATIONAL PLC TO AMENDED
MOTION OF CERTAIN NOTEHOLDERS PURSUANT TO RULE 3018(a) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR TEMPORARY
ALLOWANCE OF THE NOVA SCOTIA GUARANTY CLAIMS FOR THE PURPOSE
OF VOTING TO ACCEPT OR REJECT THE PLAN**

Morgan Stanley & Co. International plc (“Morgan Stanley Int’l”), by and through its undersigned counsel, submits this joinder to the Amended Motion of Certain Noteholders Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of the Nova Scotia Guaranty Claims for the Purpose of Voting to Accept or Reject the Plan (the “Motion”) [Docket No. 8535], filed by Appaloosa Management L.P., Aurelius Capital Management, LP, Elliott Management Corporation and Fortress Investment Group LLC (collectively, the “Moving Noteholders”).

1. Like the Moving Noteholders to the pending Motion, Morgan Stanley Int'l is a Noteholder (as defined in the Motion)¹ and it currently holds the following notes issued pursuant to the terms and conditions of that certain Fiscal and Paying Agency Agreement, dated as of July 10, 2003, between and among General Motors Nova Scotia Finance Company ("GM Nova Scotia"), Motors Liquidation Company (f/k/a General Motors Corporation) ("MLC"), Deutsche Bank Luxembourg S.A., as fiscal agent, and Banque General du Luxembourg S.A., as paying agent: (i) the 8.375% Guaranteed Notes due December 7, 2015 (ISIN XS0171922643) (the "2015 Notes") and (ii) the 8.875% Guaranteed Notes due July 10, 2023 (ISIN XS0171908063) (the "2023 Notes"; and together with the 2015 Notes, the "Notes").

2. The Notes were issued by GM Nova Scotia and guaranteed by MLC. MLC's guarantee of the Notes gives rise to the Nova Scotia Guaranty Claims. Morgan Stanley Int'l filed the following claims on account of its portion of the Nova Scotia Guaranty Claims: Claim Nos. 66206 (as amended by 70201) and 67345 (as amended by 70200) (the "Morgan Stanley Int'l Claims").

3. The Official Committee of Unsecured Creditors of MLC filed the *Official Committee of Unsecured Creditors' First Amended Objection to Claims Filed By Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief*, dated November 19, 2010 (the "Claims Objection") [Docket No. 7859], which objected, among other things, to the Nova Scotia Guaranty Claims, including the Morgan Stanley Int'l Claims.

¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Motion.

4. On December 17, 2010, in response to the Claims Objection, Morgan Stanley Int'l filed a *Joinder and Reservation of Rights of Morgan Stanley & Co. International plc to Response of Certain Noteholders in Opposition to the Official Committee of Unsecured Creditors' First Amended Objection to Claims Filed by Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief* [Docket No. 8160].

5. In accordance with the Solicitation Order, and like the Moving Noteholders, Morgan Stanley Int'l also received ballots for voting on the Plan.

6. Morgan Stanley Int'l has reviewed the Motion and out of an abundance of caution and to ensure that it is not deprived of its right to vote on the Plan, it agrees with and joins in the arguments set forth in the Motion. For the reasons set forth in the Motion, the Nova Scotia Guaranty Claims against MLC's estate, for purpose of voting to accept or reject the Plan, should be temporarily allowed in the aggregate amount of \$1,072,557,531.72.

7. Morgan Stanley Int'l expressly reserves its right to supplement and amend this motion and reserves all other rights, remedies, claims and defenses at law or in equity.

WHEREFORE, Morgan Stanley Int'l respectfully joins in the Motion and requests that the relief sought therein be made fully applicable to the Morgan Stanley Int'l Claims, which are part of the Nova Scotia Guaranty Claims, together with such other and further relief as is just and proper.

Dated: New York, New York
January 24, 2011

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